

COGENT COMMUNICATIONS GROUP INC

Form 4

February 16, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEI JAMES

(Last) (First) (Middle)

**C/O WORLDVIEW
TECHNOLOGY PARTNERS, 435
TASSO ST., SUITE 120**

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**COGENT COMMUNICATIONS
GROUP INC [COI]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/15/2005		C	18,796,524	A (8) 19,345,055	D (2)	
Common Stock	02/15/2005		C	3,059,505	A (8) 3,148,620	D (3)	
Common Stock	02/15/2005		C	155,458	A (8) 159,506	D (4)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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displays a currently valid OMB control
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series G Participating Convertible Preferred Stock	(1)	02/15/2005		C	1,887	(1) (1)	Common Stock 10,866,8
Series G Participating Convertible Preferred Stock	(1)	02/15/2005		C	306	(1) (1)	Common Stock 1,762,1
Series G Participating Convertible Preferred Stock	(1)	02/15/2005		C	14	(1) (1)	Common Stock 80,623
Series I Participating Convertible Preferred Stock	(5)	02/15/2005		C	212.94	(5) (5)	Common Stock 1,320,1
Series I Participating Convertible Preferred Stock	(5)	02/15/2005		C	35.1	(5) (5)	Common Stock 217,60
Series I Participating Convertible Preferred Stock	(5)	02/15/2005		C	2.34	(5) (5)	Common Stock 14,507
	(6)	02/15/2005		C	128	(6) (6)	3,974,6

Series J Participating Convertible Preferred Stock								Common Stock	
Series J Participating Convertible Preferred Stock	(6)	02/15/2005	C	21	(6)	(6)		Common Stock	645,72
Series J Participating Convertible Preferred Stock	(6)	02/15/2005	C	1	(6)	(6)		Common Stock	29,330
Series M Participating Convertible Preferred Stock	(7)	02/15/2005	C	85	(7)	(7)		Common Stock	2,634,8
Series M Participating Convertible Preferred Stock	(7)	02/15/2005	C	14	(7)	(7)		Common Stock	433,97
Series M Participating Convertible Preferred Stock	(7)	02/15/2005	C	1	(7)	(7)		Common Stock	30,998

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEI JAMES C/O WORLDVIEW TECHNOLOGY PARTNERS 435 TASSO ST., SUITE 120 PALO ALTO, CA 94301		X		
WEINGARTEN TIM 435 TASSO STREET SUITE 120 PALO ALTO, CA 94301				Director and 10% Owner
WORLDVIEW TECHNOLOGY PARTNERS IV LP 435 TASSO ST., STE. 120		X		

PALO ALTO, CA 94301

Signatures

James Wei	02/15/2005
__Signature of Reporting Person	Date
Tim Weingarten	02/15/2005
__Signature of Reporting Person	Date
Worldview Technology Partners IV, L.P., by Worldview Capital IV, L.P., its general partner, by Worldview Equity I, L.L.C., by James Wei, a Managing Member	02/15/2005
__Signature of Reporting Person	Date
Worldview Technology International IV, L.P., by Worldview Capital IV, L.P., its general partner, by Worldview Equity I, L.L.C., by James Wei, a Managing Member	02/15/2005
__Signature of Reporting Person	Date
Worldview Strategic Partners IV, L.P., by Worldview Capital IV, L.P., its general partner, by Worldview Equity I, L.L.C., by James Wei, a Managing Member	02/15/2005
__Signature of Reporting Person	Date
Worldview Equity I, L.L.C., by James Wei, a Managing Member	02/15/2005
__Signature of Reporting Person	Date
Worldview Capital IV, L.P., by Worldview Equity I, L.L.C., by James Wei, a Managing Member	02/15/2005
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Series G Convertible Preferred Stock converted into the number of shares of Common Stock indicated in column 7.
Shares are directly owned by Worldview Technology Partners IV, L.P. James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and Tim Weingarten, a director of the issuer, has certain voting rights in Worldview Equity I, L.L.C., which is the general partner of Worldview Capital IV, L.P.(the general partner of Worldview Technology Partners IV, L.P.). Wei and Weingarten may be deemed to be indirect beneficial owners of the reported shares but each disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any pecuniary interest therein
- (2) Shares are directly owned by Worldview Technology International IV, L.P. James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and Tim Weingarten, a director of the issuer, has certain voting rights in Worldview Equity I, L.L.C., which is the general partner of Worldview Capital IV, L.P.(the general partner of Worldview Technology International IV, L.P.). Wei and Weingarten may be deemed to be indirect beneficial owners of the reported shares but each disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any pecuniary interest therein.
- (3) Shares are directly owned by Worldview Strategic Partners IV, L.P. James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and Tim Weingarten, a director of the issuer, has certain voting rights in Worldview Equity I, L.L.C., which is the general partner of Worldview Capital IV, L.P.(the general partner of Worldview Strategic Partners IV, L.P.). Wei and Weingarten may be deemed to be indirect beneficial owners of the reported shares but each disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any pecuniary interest therein.
- (4) Series I Convertible Preferred Stock converted into the number of shares of Common Stock indicated in column 7.
- (5) Series J Convertible Preferred Stock converted into the number of shares of Common Stock indicated in column 7.
- (6) Series M Convertible Preferred Stock converted into the number of shares of Common Stock indicated in column 7.
- (7) Converted into Common Stock pursuant to the Conversion and Lock-Up Letter Agreement.
- (8)

Remarks:

James Wei, the Designated Filer, is a Managing Member of Worldview Equity I, L.L.C., which is the general partner of Worldview Equity I, L.L.C.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.